SULLIVAN & WORCESTER

1025 CONNECTICUT AVENUE, N.W.
WASHINGTON, D. C. 20036

(202) 775-8190 TELECOPIER NO. 202-293-2275

ONE POST OFFICE SQUARE BOSTON, MASSACHUSETTS 02109 (617) 338-2800 TELECOPIER NO. 617-338-2880 TWX: 710-321-1976

IN BOSTON, MASSACHUSETTS

June, 2 1994

IN NEW YORK CITY
767 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 486-8200
TELECOPIER NO. 212-758-2151

Interstate Commerce Commission 12th & Constitution Avenue N.W. Washington, D.C. 20423 Attn: Mildred Lee HECORDATION NO 1/2/6 FILED 1409

JUN 2 1994 - 13 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission are an original and six counterparts of the document described below to be recorded pursuant to 49 USC § 11303.

This document is a CERTIFICATE OF AMENDMENT OF EQUIPMENT IDENTIFYING MARKS, dated May 27, 1994 by BANKERS TRUST COMPANY, Owner/Lessor.

The primary document to which this document is connected is No. 11216.

The name and address of the party to this document is as follows:

Owner/Lessor: Bankers Trust Company 130 Liberty Street New York, New York 10006

The equipment covered by this document is 188 covered hopper cars bearing marks CAGX 301-304, 306, 308, 309, 310-314, 316, 317, 321, 324, 326-328, 330, 332-341, 343-345, 347-356, 358, 360-362, 365, 368, 371, 373-375, 377, 379, 381-382, 384-387, 389-392, 394-396, 400, 402-404, 407-421, 423, 425-429, 431-444, 446, 447, 452-453, 455-459, 460,462-463,466-472, 474-476, 478, 480-481, 483-485, 488-489, 491-494, and 496-498; MILW 305, 307, 315, 318, 320, 322, 323, 325, 331, 342, 346, 357, 359, 363, 364, 366, 369-370, 372, 376, 378, 380, 383, 388, 397, 398, 401, 405, 422, 424, 430, 445, 449-451, 454, 461, 465, 473, 482, 486, 487, 490, and 495.

This document should be indexed as: Certificate of Amendment Of Equipment Identifying Marks, dated May 27, 1994 By Bankers Trust Company.

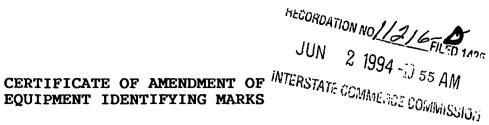
A check imp the amount of \$18.00 for the requisite filing fee is enclosed.

re in out a s met

Very truly yours,

Attorney for Bankers Trust Company

Enclosure



THIS CERTIFICATE made this 2 th day of May, 1994 by Bankers Trust Company.

WITNESSETH:

WHEREAS, Bankers Trust Company is the Owner/Lessor of one hundred eighty-eight (188) covered hopper cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company, is certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 11216 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers Trust Company does hereby certify that the current identifying marks of the one hundred eighty-eight (188) units of Equipment are as set forth in Exhibit A.

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 27 day of May, 1994 before me personally appeared Jeffrey Russo who being by me duly sworn says that he is the Vice President of Bankers Trust Company and that the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority of the Board of Directors of said Corporation.

ANGELA C. PITCHFORD Notary Public, State of New York No. 01PI5023309 Qualified in New York County Commission Expires Feb. 7, 1996

Notary Public

EXHIBIT A

ORIGINAL CARMARK		CURRENT CARMARK
CAGX 300 CAGX 301-318	DESTROYED CAGX 301-304, 306, 308, 309 CAGX 310-314, 316, 317	MILW 305, 307, 315, 318
CAGX 319 CAGX 320-328 CAGX 329	DESTROYED	MILW 320, 322, 323, 325
CAGX 330-366	CAGX 330, 332-339 CAGX 340, 341, 343-345, 347-349 CAGX 350-356, 358, 360-362, 365	
CAGX 367 CAGX 368-392	CAGX 379, 381, 382, 384-387	MILW 369, 370, 372, 376, 378 MILW 380, 383, 388
CAGX 393 CAGX 394-398 CAGX 399		MILW 397, 398
CAGX 400-405 CAGX 406	CAGX 400, 402-404 DESTROYED	MILW 401, 405
CAGX 448	431-444, 446, 447 DESTROYED	
CAGX 449-463 CAGX 464	CAGX 460, 462, 463 DESTROYED	MILW 449-451, 454 MILW 461
CAGX 465-476 CAGX 477	CAGX 470-472, 474-476	MILW 465 MILW 473
CAGX 478 CAGX 479 CAGX 480-498	CAGX 478 DESTROYED	MTIW 482
	CAGX 480, 481, 483-485 CAGX 488, 489, 491-494 CAGX 496-498	MILW 486, 487, 490 MILW 495
TOTAL:	144	44

Bankers Trust Company

By: It's Visa President

31267-0

P.03

Consura

DTO 10/1/79

NOTICE TO AND CONSENT OF AGENT

Whereas, The Bankers Trust Company (hereinafter called the "Beneficiary") and LaSalie National Bank (as successor in interest to Exchange National Bank of Chicago, hereinafter called the "Trustee") entered into a Trust Agreement (hereinafter the "Trust Agreement") dated as of October 1, 1979;

Whereas, The Bankers Trust Company and MHC, Inc. entered into a Participation Agreement dated as of October 1, 1979 for the purchase and lease of certain railcars.

Pursuant to Section 7.01 of the Trust Agreement, Trustee has resigned and First Security Bank of Utah, N.A. ("FSBU"), a national banking association duly organized and existing under the laws of the United States of America, has accepted appointment as Successor Trustee under the Trust Agreement.

LaSalle National Bank's resignation as Trustee, and FSBU's appointment as successor Trustee will be effective as of the opening of business on September 1, 1992.

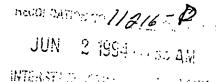
Following the effective date of the appointment of FSBU as Successor Trustee all payments, correspondence and notices should be sent to First Security Bank of Utah, N.A., at the following address:

Corporate Trust Department 79 South Main Street Salt Lake City, Utah 84111

La Salle National Bank, as Agent, by its execution hereof, acknowledges that it has been served notice of and consents to, the Resignation, Appointment and Acceptance (in the form attached hereto as Exhibit A).

THE MICE PRESIDENT

Dated: 11/12/52



CERTIFICATE OF AMENDMENT OF EQUIPMENT IDENTIFYING MARKS

THIS CERTIFICATE made this $\frac{27}{}$ th day of May, 1994 by Bankers Trust Company.

WITNESSETH:

WHEREAS, Bankers Trust Company is the Owner/Lessor of one hundred eighty-eight (188) covered hopper cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company, is certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 11216 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers
Trust Company does hereby certify that the current identifying
marks of the one hundred eighty-eight (188) units of Equipment
are as set forth in Exhibit A.

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 27 day of May, 1994 before me personally appeared Jeffrey Russo who being by me duly sworn says that he is the Vice President of Bankers Trust Company and that the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority of the Board of Directors of said Corporation.

ANGELA C. PITCHFORD
Notary Public, State of New York
No. 01PI5023309
Qualified in New York Coupty
Commission Expires Feb. 7, 196

Notary Public

EXHIBIT A

ORIGINAL <u>CARMARK</u>		CURRENT CARMARK
CANDANA	STILL PRINTS	<u>Service</u>
CAGX 300	DESTROYED CAGX 301-304, 306, 308, 309	
CAGX 301-318	CAGX 301-304, 306, 308, 309 CAGX 310-314, 316, 317	MILW 305, 307, 315, 318
CAGX 319	DESTROYED	
CAGY 320-328	CAGY 321 324 326-328	MILW 320, 322, 323, 325
CACY 329	DESTROYED	520, 622, 626, 626
CACY 330_366	CAGX 321, 324, 326-328 DESTROYED CAGX 330, 332-339	MILW 331
CHGX 330-300	CAGX 340, 341, 343-345, 347-349	MTI W 342 346
	CAGX 350-356, 358, 360-362, 365	MILM 372, 370
		MILM 337, 339, 303, 304, 300
CAGX 367	CACV 250 271 272 275 277	MTI II 260 270 272 276 279
CAGX 308-392	CAGX 368, 371, 373-375, 377	MILM 309, 370, 372, 370, 370
	CAGX 379, 381, 382, 384-387	MILM 380, 383, 388
	CAGX 389, 390-392	
CAGX 393	DESTROYED CAGX 394-396	
CAGX 394-398	CAGX 394-396	MILW 397, 398
CAGX 399	DESTROYED	
CAGX 400-405	CAGX 400, 402-404	MILW 401, 405
CAGX 406	DESTROYED	
CAGX 407-447	DESTROYED CAGX 400, 402-404 DESTROYED CAGX 407-421, 423, 425-429, 431-444, 446, 447 DESTROYED CAGX 452, 453, 455-459 CAGX 460, 462, 463 DESTROYED CACX 466, 460	MILW 422, 424, 430, 445
CACV 440	431-444, 440, 44/	
CAGX 448	DESTRUTED	MTILL AAO AES AEA
CAGX 449-463	CAGX 452, 453, 455-459	MILW 449-451, 454
	CAGX 460, 462, 463	M1LW 461
CAGX 464	DESTROYED	
CAGX 465-476	CAGX 466-469	MILW 465
	CAGX 470-472, 474-476	MILW 473
CAGX 477	DESTROYED	
CAGX 478	CAGX 478	
CAGX 479	DESTROYED	
CAGX 480-498	DESTROYED CAGX 466-469 CAGX 470-472, 474-476 DESTROYED CAGX 478 DESTROYED CAGX 480, 481, 483-485 CAGX 488, 489, 491-494	MILW 482
	CAGX 488, 489, 491-494	MILW 486, 487, 490
	CAGX 496-498	MILW 495
TOTAL:	144	44

Bankers Trust Company

By: Yta Vice President